

**MANSFIELD DOWNTOWN PARTNERSHIP
BOARD OF DIRECTORS
Thursday, November 6, 2014
Mansfield Town Hall
Town Council Chambers**

4:00 PM

MINUTES

Present: Steve Bacon, Harry Birkenruth, Tom Callahan, Mona Friedland, Brid Grant, Matt Hart, Cheyenne Haslett, George Jones, Mike Kirk, Toni Moran, Steve Rogers, Paul Shapiro, and Bill Simpson

Staff: Cynthia van Zelm, John Zaccaro (Partnership attorney)

1. Call to Order

Vice President Steve Bacon called the meeting to order at 4:05 pm in President Philip Lodewick's absence.

2. Opportunity for Public to Comment

There was no public comment.

3. Approval of Minutes of October 2, 2014

Betsy Paterson made a motion to approve the minutes of October 2, 2014. Mona Friedland seconded the motion. Harry Birkenruth asked if the minutes could be changed to reflect that he was at the meeting. He also thought there was a Finance and Administration Committee report. Executive Director Cynthia van Zelm will check her notes. The motion was approved with the correction adding Mr. Birkenruth to the meeting. Toni Moran abstained.

4. Executive Director Report

Ms. van Zelm asked Mike Kirk if he would give the Board an update on the UConn Master Plan. Mr. Kirk said the draft of the Master Plan was released a few weeks ago. There was a presentation to the public last week in the Mansfield Town Council Chambers. Mr. Kirk said the draft will be presented to the UConn Board of Trustees at a future meeting. He said a draft will be sent to the Town Council who will likely refer it to relevant Town committees for review. He can also send a copy to the Partnership Board of Directors. The Plan will be

brought to the Board of Trustees for approval in the spring 2015 semester. Ms. Friedland asked if there was a presentation scheduled for November 17 at 3:30 at the Dodd Center. Mr. Kirk replied in the affirmative. Mr. Kirk said there will be another presentation to the community as well.

Ms. van Zelm said that LeylandAlliance held a meeting with the people who had submitted deposits to buy a house in Storrs Center last week. She said Leyland should have a good idea of the number of people from this group who made a commitment by Thanksgiving.

Ms. van Zelm said she spoke about Storrs Center parking at the New England Parking Council's Municipal Forum this morning in Hartford.

Ms. van Zelm said that Bruegger's Bagels opens tomorrow.

Ms. Paterson noted the good feedback she received on Storrs Center at the National Town Builders Association meeting held in Mansfield two weeks ago. She said that Tom Callahan, Matt Hart, and Ms. van Zelm served on a panel about the partnerships to bring Storrs Center to fruition.

5. Partnership Transition Discussion

Steve Bacon referred to the presentation by the CT Main Street Center, at the last Board meeting, about how downtown organizations are structured (included in Board members' packets). He then referred to the memo from Ms. van Zelm which asked for feedback on next steps for the Partnership transition and what entity might lead the development of a transition plan.

Mr. Callahan said that discussion of the Partnership's role going forward has been going on for some time, starting with a strategic planning process that began in 2012. He said the Finance and Administration Committee has spent a lot of time discussing the nature of the Partnership's work and how the Partnership can respond to the new development.

The Partnership's original mission was to launch Storrs Center; now it needs to be protected and enhanced. A different set of competencies and responsibilities are required.

Mr. Callahan said the next steps had been vetted and endorsed by the Finance and Administration Committee in October. On behalf of the Committee, he is requesting responses to the next steps and feedback on who should comprise the leadership team to guide the transition.

Ms. Moran said the make-up of other downtown organizations in Connecticut include property owners. She said it will be important for them to participate and be part of the Partnership. The Town and UConn need to continue to play a significant role. She also feels that the

downtown should include all the business areas in the downtown, and not just the Storrs Center development.

She advocated determining next what role the property owners want to play in the Partnership. Mr. Callahan said the subject of property owner involvement generated a lot of discussion at the Finance Committee.

Mr. Callahan said the Nominating Committee process can be used to identify Board members that represent the changing Partnership mission.

Matt Hart said he was attracted to the CT Main Street model of the Partnership taking the lead on management of the downtown and having some type of economic development role in town.

Ms. Friedland said the model presented was attractive to her as well. A concern would be the potential staffing and funding needed to fulfill that model.

Bill Simpson said the Partnership needs to determine if it has a role at King Hill Road and Four Corners.

Mr. Callahan suggested that the Partnership may want to be involved in joint projects where the Town and UConn missions are aligned. He suggested that this should be done on a case by case basis since the Town and UConn sometimes have different interests.

Brid Grant asked how would the decision be made on what projects could be spearheaded or assisted by the Partnership. Mr. Callahan said he sees this as a Board decision working through the Town and UConn.

Mr. Birkenruth said he believes a governance structure should wait until it is decided by the Partnership what needs to be governed. He expressed concerns about potential conflicts of interest if the Partnership wants to reach further than Storrs Center and include representation of private property owners on the Board. A subgroup of the Board that includes private property owners may be a better option.

Paul Shapiro said the current structure of the Partnership, without some type of property owner presence, is not sustainable for the future. He noted that he believes the focus should be on Storrs Center initially.

After discussion of the appropriate leadership team, Ms. Moran made a motion to appoint the Executive Committee and a representative of each Partnership committee, if they are not already represented by the Executive Committee. Mr. Callahan seconded the motion. Ms. Moran proposed that Town Manager Matt Hart be added to the Committee. Mr. Callahan accepted this change. Mr. Shapiro suggested that the motion include the purpose of the committee which would be to determine the next steps for the Partnership structure,

composition, and staffing, and to make recommendations to the Board of Directors at its January Board meeting. This change was accepted and the motion was approved.

Ms. Moran suggested that the meetings with property owners include meetings with Mike Taylor, Manny Haidous, and representatives of Liberty Bank so that the entire downtown property owners are represented.

George Jones agreed to serve as the Membership Development Committee representative.

6. Annual Disclosure under Town's Code of Ethics

Mr. Bacon referred to Partnership attorney John Zaccaro's July 2012 opinions on disclosure by Board members to the Town Ethics Board. Mr. Bacon said the time is appropriate to remind Board members or let new members know of their obligation to inform both the Town's Board of Ethics and the Partnership Board (under its Conflict of Interest Policy) if there are any potential conflicts of interest with their role on the Board.

Mr. Zaccaro said that since the Partnership is the municipal development agent for the Town for Storrs Center its Board members are considered public officials. They must comply with the Town's Code of Ethics. He said that Board members must evaluate whether they or members of their family, have any connection with a matter being taken up by the Board. Do they have a financial interest in any Board matter? If so, the Board member should recuse him or herself and not participate in the discussion of the matter. The best course of action is to leave the room if a matter comes up where there could be or perceived to be a conflict of interest. He said that a Board member must provide disclosure annually to the Partnership Board per its Conflict of Interest Policy. Mr. Zaccaro confirmed that the annual disclosure should be a year from a Board member's last disclosure. Ms. van Zelm suggested that initial disclosures be made at the meeting after the annual meeting when new Board members have come on board.

7. Four Corners Sewer and Water Advisory Committee Update

Mr. Hart said the Town's bond referendum passed last night. Mr. Hart said the State Bond Commission will need to approve the project. A plan with a schedule will be presented to the Town's Four Corners Sewer and Water Advisory Committee. A 24 month schedule is projected for sewer design and construction. Mr. Callahan asked if the assessment is voluntary. Mr. Hart said the assessment is not voluntary but the hook-up is voluntary. Mr. Callahan asked if an Environmental Impact Evaluation (EIE) is necessary. Mr. Hart said the Town is still trying to determine with the State of Connecticut's Department of Energy & Environmental Protection if an EIE is required.

8. Report from Committees

Advertising and Promotion

Ms. Moran said the first time for the pup crawl was successful with approximately 20 dogs participating.

Ms. van Zelm said that trick or treating went well with 20 businesses participating including Chang's and Starbucks in an attempt to reach out to other businesses besides those in the Storrs Center development.

She said Winter Welcome is scheduled for December 13 in the downtown.

Square Fair

Ms. Moran said the Square Fair Subcommittee had submitted a report with a recommendation not to hold monthly square fairs but perhaps to hold one in the early summer as a kick-off to summer events. A couple of reasons cited for the recommendation include lack of sales by artists, higher expenses than revenues due to cost to light the Square, and dwindling attendance in the late summer/early fall. The Subcommittee will revisit the Square Fair in early spring.

Celebrate Mansfield Festival

Ms. Paterson said the Festival Subcommittee held a debrief last week. Several ideas were discussed including having a 2nd stage for children's music and events; finding more events for children in the 7 year to 12 year range; and maintaining the policy of only including Mansfield businesses as vendors.

Business Development and Retention

Steve Rogers said the Committee met and continued its practice of inviting a Storrs Center business to attend and talk about its experience in the downtown. This month, the Committee heard from Jacob Buck, one of the owners of Friendly Fire. Mr. Rogers reported that Friendly Fire was very happy with the new location (they had moved from the Grand Union plaza). Their only concern was having some early issues with leaving the garage if their patrons were there over the midnight hour.

Finance and Administration

Mr. Callahan asked if there were any comments on the September 30, 2014 Financials which the Finance and Administration Committee had reviewed at its October meeting. There were no questions.

Membership Development

George Jones said the Committee will be meeting this month to review membership renewal letters to go out in January.

Planning and Design

Mr. Bacon said the Committee will meet in November to go over the preliminary Sustainability Guidelines checklist with Centerplan (Phase 2) and Educational Playcare.

9. Adjourn

Mr. Callahan made a motion to adjourn. Mr. Simpson seconded the motion. The motion was approved and the meeting adjourned at 5:25 pm.

Minutes taken by Cynthia van Zelm.